

**197—6.4(534) Content of restated articles of incorporation and bylaws.**

**6.4(1)** As part of the application, the applicant shall submit to the superintendent restated articles of incorporation and bylaws to operate as a capital stock association.

**6.4(2)** The restated articles of incorporation shall set forth:

- a.* The name of the association;
- b.* That the association is a capital stock association and became such by conversion from mutual to stock form in accordance with the Code of Iowa;
- c.* That the association will operate under Iowa Code chapter 534;
- d.* That the association will have perpetual duration;
- e.* The designation by title of the officer or officers, authorized to sign instruments pertaining to real estate;
- f.* Whether the association's corporate seal must be affixed to instruments pertaining to real estate;
- g.* The amount of authorized capital stock, the classes of stock and number of shares authorized for each class, with the par value and conditions of each class of the shares, and the time when and conditions under which it is to be paid in;
- h.* Reference to the liquidation account established for the benefit of eligible savings account holders upon conversion;
- i.* Whether holders of capital stock shall be entitled to preemptive rights with respect to any shares of the association which may be issued;
- j.* The minimum number of directors;
- k.* The manner in which the articles may be amended;
- l.* The person to whom the certificate of incorporation should be mailed by the secretary of state after filing;
- m.* The address of its registered office including street and number, if any, the name of the county in which the registered office is located, and the name of its registered agent or agents at the address;
- n.* Any information applicable, as specified in Iowa Code section 496A.49, subsections 4, 5, 6 and 7;
- o.* Other provisions that are not inconsistent with these rules and the Iowa Code, and are approved by the superintendent.